

**EVIDENCE OF TRANSFER OF CLAIM**

TO: Clerk, United States Bankruptcy Court, Southern District of New York


AND TO: Waterfall Eden Master Fund, Ltd

**Waterfall Eden Master Fund, Ltd**, a company, having offices located at c/o Waterfall Asset Management, 1185 Avenue of Americas, 17th Floor, New York, NY 10036 ("**Seller**"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of an Assignment of Claim agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to **JPMorgan Chase Bank, N.A.**, a national banking association, having offices located at Mail Code: NY1-A436, One Chase Manhattan Plaza, Floor 26, New York, New York 10005, ATTN: Susan McNamara ("**Buyer**"), all right, title and interest in and to the claims of Seller against LEHMAN BROTHERS HOLDINGS INC. (and its affiliates) in the amount of \$12,500,000, docketed as Claim No. 16734 (the "**Claim**") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (JMP) (jointly administered).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this transfer and sale of the Claim as an unconditional assignment and sale and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.


IN WITNESS WHEREOF, dated as of the 8<sup>th</sup> day of November, 2011.

WITNESS:

  
(Signature)


Name: KENNETH NICK  
Title: General Counsel, Waterfall Asset Management  
(Print name and title of witness)

**Waterfall Eden Master Fund, Ltd**

By:   
(Signature of authorized corporate officer)


Name: Brian Brookstone  
Title: Authorized Signer  
Tel.: 212-710-8020

WITNESS:

  
(Signature)

Name: Alexander Wilk  
Title: Associate  
(Print name and title of witness)

**JPMorgan Chase Bank, N.A.**

By:   
(Signature of authorized corporate officer)

Name: Peter Schoepe  
Title: Authorized Signatory  
Tel.: \_\_\_\_\_

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AND TO: Waterfall Eden Master Fund, Ltd

**Waterfall Eden Master Fund, Ltd**, a company, having offices located at c/o Waterfall Asset Management, 1185 Avenue of Americas, 17th Floor, New York, NY 10036 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of an Assignment of Claim agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to **JPMorgan Chase Bank, N.A.**, a national banking association, having offices located at Mail Code: NY1-A436, One Chase Manhattan Plaza, Floor 26, New York, New York 10005, ATTN: Susan McNamara ("Buyer"), all right, title and interest in and to the claims of Seller against LEHMAN BROTHERS SPECIAL FINANCING INC. (and its affiliates) in the amount of \$12,500,000, docketed as Claim No. 16733 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13888 (JMP) (jointly administered under Case No. 08-13555).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this transfer and sale of the Claim as an unconditional assignment and sale and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the 8<sup>th</sup> day of November, 2011.

WITNESS:

Kenneth Nick  
(Signature)

Name: Kenneth Nick  
Title: General Counsel, Waterfall Asset Management  
(Print name and title of witness)

**Waterfall Eden Master Fund, Ltd**

By: Brian Breckstern  
(Signature of authorized corporate officer)

Name: Brian Breckstern  
Title: Authorized Signer  
Tel.: 212-710-8020

WITNESS:

Alexander Wilk  
(Signature)

Name: Alexander Wilk  
Title: Associate  
(Print name and title of witness)

**JPMorgan Chase Bank, N.A.**

By: Peter Schoepe  
(Signature of authorized corporate officer)

Name: Peter Schoepe  
Title: Authorized Signatory  
Tel.: \_\_\_\_\_